

BYLAWS OF WEST CENTRAL AREA
LAND AND WATER CONSERVATION ASSOCIATION

ARTICLE I - NAME AND TYPE

1. Name. The name of the Association is WEST CENTRAL AREA LAND AND WATER CONSERVATION ASSOCIATION and hereafter referred to as the “Area Association”.
2. Type. The Area Association is a nonpartisan not-for-profit affiliate of Wisconsin Land+Water, but may act independently on any issue as determined by the Area Association members.

ARTICLE II - MISSION AND PURPOSES

1. Mission. To assist Land Conservation Committees and Departments with the protection, enhancement and sustainable use of Wisconsin’s natural resources and represent Land Conservation Committees and Departments under the authority granted in Chapter 92 Wisconsin Statutes.
2. Purpose. The Area Association is more specifically organized to:
 - Further the common interests of county conservation programs in the Area;
 - Facilitate information exchange;
 - Sponsor educational and training events;
 - Elect Area Representatives to the WI Land+Water Board of Directors;
 - Conduct or support conservation research;
 - Implement conservation practices;
 - Carry out any other related activity authorized by law and the Area Association members.

ARTICLE III - AREA DEFINITION, MEMBERSHIP AND DUES

1. Area Definition. The counties of Barron, Buffalo, Chippewa, Clark, Dunn, Eau Claire, Pepin, Pierce, and St. Croix shall define the “Area” for purposes of these bylaws. Any changes to the Area boundaries must be approved by a majority vote of the Area Association members and/or Board of Directors of all affected Areas in accordance with the WI Land+Water bylaws.
2. Membership.
 - THE VOTING MEMBER. Every area county Land and Water Conservation Committee (LCC) paying dues shall be deemed to be a voting member of this Association unless the LCC declines in writing to be a “member county”.
 - The USDA Natural Resources Conservation Service, University of Wisconsin Extension, Wisconsin Department of Natural Resources, USDA Farm Service Agency, Wisconsin Department of Agriculture, Trade and Consumer Protection, and the University of Wisconsin College of Agriculture and Life Sciences are invited to provide advisory members to the Association.
 - OTHER MEMBERS. Other members are those persons, firms, associations, or corporations who shall apply for such membership and shall make the required annual financial contribution to the Association as established by the Area Association members. The non-voting members shall be eligible to attend the meetings of the Association and to receive its publications.

3. Dues. The Area Association shall annually establish the Area Association dues based on the needs of the Association.

ARTICLE IV - ORGANIZATIONAL STRUCTURE AND ELECTIONS

1. The Area Association shall be governed by two appointed officers by each member county following April County Board elections and reorganization, and prior to the Area Reorganizational Meeting described in Article VI(1). For each member county, the LCC shall appoint one (1) committee member and the conservation department shall appoint one (1) staff person to serve. Each officer shall serve for a term of two (2) years and until his successor has been appointed. Vacancies shall be filled for the unexpired term by the alternate officer.
 - a. Election of Area President and Vice President. The members shall elect a President and Vice President, which shall include one (1) LCC member and one (1) conservation staff person.
 - b. Appointment of Area Secretary/Treasurer/Coordinator. The members shall appoint a Secretary/Treasurer/Coordinator, whom may be any LCC member or conservation department staff. The President, Vice President, and Secretary/Treasurer/Coordinator shall serve for two (2) years and until a successor has been elected and/or appointed. No officer or appointee shall hold office for more than four (4) consecutive terms.
 - c. Voting. Each officer member shall be entitled to one (1) vote on any matter brought to the membership. If the appointed position (Secretary/Treasurer/Coordinator) is not a member, they shall be deemed a non-voting member.
 - d. Area Representatives to the WI Land+Water Board of Directors. The Area Representatives, elected to the WI Land+Water Board of Directors in accordance with Section 3 below, shall be ex officio voting members of the Area Association.
2. The President, Vice President, Secretary/Treasurer/Coordinator shall be the Executive Committee authorized to transact all business of the Area Association during the interim between meetings of the Area Association.
3. Election of Area Representatives to the WI Land+Water Board of Directors. In accordance with the WI Land+Water bylaws, by June 20th of even numbered years, the Area Association shall elect their Representatives to the WI Land+Water Board of Directors and provide the WI Land+Water office their contact information.
 - a. Elections of Area Representatives shall be open to nominations from all WI Land+Water individual and county members within the Area. Any eligible member may nominate themselves or another member who accepts the nomination.
 - b. The LCC members of the Area Association shall elect one (1) LCC Area Representative and one (1) alternate to the WI Land+Water Board of Directors.
 - c. The county conservation department staff members of the Area Association shall elect one (1) Area Representative and one (1) alternate to the WI Land+Water Board of Directors.

- d. All elections shall be by written ballot, unless there is only one nominee for each position.
- e. All Area Representatives on the WI Land+Water Board of Directors shall serve a two (2) year term, or until a successor is elected.
- f. Alternates may serve in the absence of the Area Representative. If an alternate is unable to serve, the Area Representative or the Area may appoint another eligible member to serve on the WI Land+Water Board of Directors in their absence.

Note: If the Area Association wishes to impose any additional term limits on the Area Representatives to the WI Land+Water Board of Directors, it should be added to this Article. One example would be a 2-term limit, unless re-elected by a 2/3 majority vote.

ARTICLE V - POWERS AND DUTIES

1. Area Association Executive Committee. The Executive Committee shall oversee the affairs of the Association and shall have the powers and duties described below:
 - a. Oversee the election processes described in Article IV of these bylaws;
 - b. Determine the policies and procedures of the Association;
 - c. Develop action plans for the Association;
 - d. Sponsor events and meetings of the Association;
 - e. Adopt resolutions and position statements and submit them to the WI Land+Water and others for consideration;
 - f. Approve the financial matters of the Association, including but not limited to annual Association dues, expense reimbursement, audits of the Association's records and accounts, and other financial transactions;
 - g. Keep the membership informed of the Association's and WI Land+Water affairs, activities, programs, accomplishments, and current issues;
 - h. It shall keep the members of the Association informed of the Association's affairs and activities and of the programs, accomplishments, and problems of the Land Conservation Committee, within the Association;
 - i. Encourage member involvement in activities and events sponsored by the Association and the WI Land+Water. It shall collaborate closely with WI Land+Water on activities of mutual interest and concern;
 - j. It may delegate functions and duties to such conditions, as it deems proper;
 - k. Create committees and define their purpose, term, and membership as needed to carry out Area Association activities;
 - l. In case of death, resignation, or other on-going absence of an officer, the Executive Committee may declare the position vacant and elect or appoint a successor, as prescribed in Article IV.
 - m. It shall maintain constructive working relations with all advisory agencies listed under Article III 2 to render more effective service to the people within the boundaries of the Area Association.
2. Officers. The officers of the Association, as described in Article IV of these bylaws, shall represent the entire Area while executing their duties. Officers may delegate their duties to others, supervise the performance of such delegated duties, and revoke any such

delegation at any time. All officers are authorized to perform the functions customarily performed by their position, including by not limited to those described below:

- a. President. The President shall consult with the Secretary/Treasurer/Coordinator in calling a meeting of the Area Association. The President shall preside at all Area Association or Executive Committee meetings, and shall designate a presiding officer for any meeting at which neither he/she nor the Vice President will be present. The President shall be responsible for ensuring all activities are carried out in accordance with these bylaws and any policies and procedures adopted by the members.
 - b. Vice President. The Vice President shall perform the duties customarily performed by holders of that office and such other functions as the President may assign to them. In case of the death, resignation, or disability of the President, the Executive Committee may declare the office vacant and elect a successor. The officers of the Association shall assist all committees in the performance of their responsibilities.
 - c. Secretary/Treasurer/Coordinator. The Secretary/Treasurer/Coordinator shall record minutes for all types of Area Association meetings and route drafts of the minutes to the President and Vice President prior to distribution to the Area Association membership, will maintain written records of all business meetings and of all financial transactions. This person shall deposit all funds that come into his/her possession in a bank account selected by the members and in accordance with the approved budget or upon authorization by the Executive Committee or the President, make all disbursements by check from there for the necessary expenses of the Area Association. All checks will be signed by the Secretary/Treasurer/Coordinator or designee. The Secretary/Treasurer/Coordinator shall regularly submit to the Executive Committee statements showing the receipts and disbursements of the Area Association, and at least annually for the preceding year, statements of the Area Association's assets and liabilities. The Area Association Secretary/Treasurer/Coordinator is responsible for organizing meetings, developing and distributing meeting agendas in cooperation with the President and Vice President, coordinating Area Association events, programs, work planning sessions, the awards programs, development of the annual work plan, and such other functions as the President may assign.
3. Executive Committee. The officers shall collectively serve as the Executive Committee, and shall be chaired by the President. The purpose of the Executive Committee is to carry out certain routine matters of business in the interim between meetings, as well as any other duties authorized or assigned by the members. The following powers and duties shall apply to the Executive Committee:
- a. Planning events, setting meeting agendas, deliberating issues for summarization to the membership, and carrying out directives;
 - b. Authorizing interim expenditures of up to \$250.00. Additional expenditures are permitted for special events approved by the members;

- c. The Executive Committee shall keep the Area Association informed of their plans and actions.
4. Area Representatives to WI Land+Water. The people elected to the Area Representative positions, in accordance with Article IV of these bylaws, shall represent the entire Area at all times and shall regularly report to the Area Executive Committee and the membership on WI Land+Water's affairs, activities, programs, accomplishments, and current issues.

ARTICLE VI - MEETINGS

1. Biannual Reorganizational Meeting. An Area Association Reorganizational Meeting shall be held immediately following April County Board elections and reorganization (even numbered years), and the appointment of Area Association members by each member county, as prescribed in Article IV(1) above. The purpose of this reorganizational meeting is to elect and appoint Area Association officers and representatives to the WI Land+Water Board of Directors in accordance with Article IV. A meeting notice and draft agenda shall be sent to all member counties at least seven (7) days prior to the reorganizational meeting, unless otherwise waived by a majority of the Executive Committee due to a time sensitive issue. The meeting notice shall include any specific instructions for members regarding the process or procedure to elect the Area Representatives to the WI Land+Water Board of Directors. A quorum shall consist of a simple majority. All elections shall be by written ballot, unless there is only one nominee for each position. All other election requirements under Article IV shall apply.
2. Executive Committee Meeting. The Executive Committee shall meet at the call of the President or Vice President. A meeting notice shall be sent to all officers at least one (1) day prior to the meeting date, unless otherwise waived by a majority of the officers due to a time sensitive issue. A quorum shall consist of a simple majority of the officers or their designee. The President shall be responsible for ensuring that a quorum is present in order to conduct any official business. It is expected that business of the Executive Committee would largely be a matter of consensus. If voting becomes necessary, only voting members may vote, as described in Article IV(1) above.
3. Other Area Association Meetings. Other meetings of the Area Association shall be held at the call of the President or Vice President and all LCC members and conservation staff in the Area are encouraged to participate. There shall be no quorum requirement as these meetings are generally for informational and educational purposes, including the sponsoring of events or training. If any voting should occur, the meeting shall be noticed as an Area Association meeting and voting rights are restricted to the members. The President shall be responsible for ensuring that a quorum is present in order to conduct any official business.
4. Other Area Committee Meetings. Other meetings of Area Committees not noted above shall meet at the call of the Committee Chair. A quorum for any committee meeting shall be deemed a simple majority of the appointed committee members, their alternate or designee being present. The Committee Chair shall be responsible for ensuring that a quorum is present in order to conduct any official business. Any member may participate in a Committee meeting, but voting rights are restricted to those members appointed, their alternate or designee.

5. Closed Session. A closed session may be conducted by the Executive Committee if authorized by state law and properly noticed. The President shall determine who is authorized to attend.
6. Minutes. Minutes shall be recorded for all types of Association meetings and approved at the next meeting of that body. Once approved minutes shall be distributed to all appointed Area members, whom shall be responsible for distribution to the group they represent.
7. Rules of Order. Decision-making during meetings shall use a voting process in accordance with Robert's Rules of Order, unless those rules are inconsistent with any policy or rule adopted by the members. Decision-making within the Executive Committee shall follow a consensus process if possible.
8. Meeting Formats. Each of the meetings described above may occur in person, by conference call, videoconference or other electronic means, as prescribed by the person calling the meeting and documents in the meeting notice and minutes.

ARTICLE VII - BYLAW CHANGES

Changes to these bylaws shall require a two-thirds (2/3) majority vote at an area association meeting. Any proposed bylaw changes shall be sent a minimum of seven (7) days prior to the meeting. No proposed bylaw change may conflict with WI Land+Water bylaws regarding Area boundaries or the election of Area Representatives to the WI Land+Water Board of Directors. The date(s) of initial adoption and any future revisions of these bylaws shall be shown following the text of the last article.

ARTICLE VIII - TAX EXEMPTION PROVISIONS

1. Limitations on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Article 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Article 170(c)(2) of the Internal Revenue Code.
2. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to directors, trustees or officers of the corporation, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.
3. Distribution of Assets Upon Dissolution. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Article 501(c)(3) of the Internal Revenue Code or shall be distributed to a Wisconsin

nonprofit charitable 501(c)(3) organization. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

4. Private Foundation Requirements and Restrictions. In any taxable year in which this corporation is a private foundation as described in Article 509(a) of the Internal Revenue Code, the corporation (a) shall distribute its income for said period at such time and manner as not to subject it to tax under Article 4942 of the Internal Revenue Code; (b) shall not engage in any act of self-dealing as defined in Article 4941(d) of the Internal Revenue Code; (c) shall not retain any excess business holdings as defined in Article 4943(c) of the Internal Revenue Code; (d) shall not make any investments in such manner as to subject the corporation to tax under Article 4944 of the Internal Code; and (e) shall not make any taxable expenditures as defined in Article 4945(d) of the Internal Revenue Code.

ARTICLE IX - DISSOLUTION

The Association may be dissolved by a majority vote at an Area Association meeting. Any proposal for dissolution shall be forwarded to each member at least thirty (30) days prior to the scheduled dissolution vote. Upon dissolution, the Association shall after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations, under Article 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the members determine. Any such assets not so disposed of shall be disposed of by the applicable Circuit Court for charitable or educational purposes, or to such organization or organizations said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X - EFFECTIVE DATE

The adoption of these bylaws shall serve to repeal and recreate any previous version. The adoption date of these bylaws shall be noted below and the city in which the action was executed.

West Central Area Association Bylaws:

Adopted: *October 24, 2012, Eau Claire, WI*
 February 10, 2016, Eau Claire, WI
 June 29, 2017, Thorp, WI



WEST CENTRAL

LAND & WATER CONSERVATION ASSOCIATION

*RON RAYMOND, PRESIDENT
KAREN RINDSIG, VICE PRESIDENT
BOB HEISE, SECRETARY/TREASURER
JIM FORSTER, COORDINATOR*

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ADDENDUM

Ron Raymond, President of the West Central Area Land and Water Conservation Association received a letter from Buffalo County requesting to be included as a member of the West Central Area Association. On October 26, 2005 at the West Central Business meeting at the Plaza in Eau Claire, the agenda did include the request from Buffalo County.

From the October 26th, 2005 West Central Area minutes;

Buffalo County added to West Central Area: Raymond stated that a letter was received by Buffalo County asking to be added to the West Central Area Association. Raymond made a motion to invite Buffalo County to join the West Central Area, seconded by Pepin County. Discussion. Question from the floor, asking Buffalo County why they want to be included in West Central Area. Allen Carothus, Buffalo County stated that they wish to apart of an active Association. He also stated that he feels that the terrain in the West Central Area is similar to Buffalo County and the issues would also be similar. Larry Bald, Buffalo County stated that he feels the philosophy in the West Central is similar to their philosophy. Motion called. Carried